

Exhibit Q

Excerpts from Ralph McKee's Deposition

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1 UNITED STATES DISTRICT COURT
2 EASTERN DISTRICT OF MICHIGAN
3 SOUTHERN DIVISION
4

5 JP MORGAN CHASE BANK, N.A.,

6 Plaintiff,

7 Civil Action

8 -vs-

No. 08-13845

9 Hon. Avern Cohn

10 LARRY WINGET and the LARRY Volume I

11 WINGET LIVING TRUST,

12 Defendants.
13 _____/

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16

17 The Deposition of RALPH MCKEE,
18 Taken at 500 Woodward Avenue,
19 Suite 4000,
20 Detroit, Michigan,
21 Commencing at 9:30 a.m.,
22 Wednesday, September 8, 2010,
23 Before Jennifer L. Ward, CSR-3717.
24

1 APPEARANCES:

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22
23 (Appearances continued on Page 3.)
24

1 discussed in connection with the security for the --

2 A. I don't recall that one way or the other.

3 Q. Were you told whether Mr. Winget personally
4 held title to any assets at all outside of the Trust?

5 A. It was unclear to me at that time from those
6 conversations what the precise ownership structure was
7 as to any of those assets.

8 Q. Were you aware that Mr. Winget had certain
9 business interests that were not connected to the auto
10 industry in any way?

11 A. Yes, I knew that.

12 Q. What did you know about the nature of those
13 assets?

14 A. I was aware that there was a golf course, I
15 was aware that he might have accounts at financial
16 institutions, and that he had two residences that I was
17 aware of and various cars.

18 Q. Did you know whether those assets, the golf
19 course, certain accounts at financial institutions, the
20 two residences, the various cars, were held by the
21 Living Trust or held directly by Mr. Winget?

22 A. I don't recall knowing the particulars of
23 any of that then.

24 Q. And by then, you mean during October and

1 Q. Okay. 117 is a document that covers an
2 e-mail from Bill Shield to -- this is the only
3 document. It's a one-page document, Exhibit 117. It's
4 an e-mail from Bill Shield dated October 14, 2002 to
5 Mr. Butler, Mr. Peash, Mr. Pierce at Dykema, you
6 Mr. McKee, Mr. MacKenzie, with copies to a bunch of
7 people.

8 The subject is the Larry Winget
9 pledge, and Mr. Shield says, "Please provide the exact
10 ownership structure of each of the Affiliate Guarantors
11 so we can finalize the pledge and the appropriate
12 pledgors." Now, October 14th is approximately a week
13 before the planned closing date, correct?

14 A. Yes.

15 Q. And at that point Mr. Shield is asking for
16 the exact ownership structure of the Affiliate
17 Guarantor companies. Prior to that point what had you
18 told Mr. Shield about the ownership of the
19 Venture-related entities?

20 A. I don't think anything.

21 Q. To your knowledge had Mr. Bradley told
22 Mr. Shield anything about the ownership structure of
23 the Affiliate Guarantors?

24 A. I don't know. As I sit here today, I

1 couldn't tell you.

2 Q. And that would include -- were you present
3 at any phone call where Mr. Bradley described the
4 ownership structure to Mr. Shield or others at
5 Dickinson Wright?

6 A. It's possible, but I don't remember that.

7 Q. Let me ask you to look at Exhibit 79.

8 A. Yes.

9 Q. Exhibit 79 is an e-mail chain. It's two
10 pages long, and you read them from back to front, so
11 let me ask you to start reading at the top of the
12 second page, which has the Bates number 95, and then
13 read through to the top of the next page.

14 A. Yes.

15 Q. Now, you'll notice that the e-mail chain
16 begins with the e-mail from Mr. Shield that we just
17 looked at just a minute ago where he's asking for the
18 exact ownership structure, and from that, you forward
19 that, it looks to me -- it looks as if you forward that
20 request from Mr. Shield to Barbara Kaye with a copy to
21 Deb Fish and say is your group following up. Do you
22 see that?

23 A. Yes.

24 Q. Okay. Do you recall actually doing this at

1 the time?

2 A. I recall asking my secretary to send that,
3 yes.

4 Q. And why is it that you asked Barbara Kaye
5 about that?

6 A. Because Dykema had worked with a lot of the
7 affiliates in the past and had a lot of knowledge, and
8 so did Jim Butler, who she was working with regularly
9 then.

10 Q. And then it appears that she in turn
11 forwards this chain to Liza Larky?

12 A. Yes.

13 Q. Who was Liza Larky?

14 A. An associate at Dykema.

15 Q. And then Liza Larky replies to you saying,
16 "Ralph, we are working with Tim Bradley to get this
17 information, and I will forward it to you as soon as I
18 have it." Now, this suggests to me that at least as of
19 the date that you sent this e-mail chain off to
20 Ms. Kaye you had not heard Mr. Bradley describe the
21 exact ownership because you didn't just ask him, you
22 asked Ms. Kaye instead. Does that seem right?

23 A. I don't -- I don't think you can suggest one
24 thing or the other on that.

1 Q. Okay. Let me back up. Isn't it true that
2 you had been working directly with Mr. Bradley drafting
3 a number of the ancillary documents to the Eighth
4 Amendment?

5 A. Not at this point.

6 Q. By October 15th?

7 A. There were very few drafts out by then,
8 maybe one thing, two things maybe.

9 Q. So whether you had been working with him a
10 lot or not at all, you apparently at this point had not
11 heard Mr. Bradley express any expertise of his own on
12 the ownership structure of the Affiliate Guarantors; is
13 that fair?

14 A. I don't -- I don't remember whether he had
15 or he hadn't at that point. The -- he had -- he did
16 have that information as it turned out. I thought at
17 the time that there was -- there was already
18 institutional knowledge at Dykema about some of those
19 things.

20 Q. Was this the first inquiry that you had made
21 regarding the ownership structure of the Affiliate
22 Guarantors?

23 A. That was recorded in an e-mail, I believe
24 so. Whether I had asked about it before, I don't